



August 24, 2001

Kenneth L. Lay
*Chairman and
Chief Executive Officer*

Enron Corp.
P.O. Box 1188
Houston, TX 77251-1188
713-853-6773
Fax 713-853-5313
kenneth.lay@enron.com

Elaine Overturf
Enron Corp.
1400 Smith Street
Houston, TX 77002

Re: Sale of **108,254** shares of Enron Corp. to Company for repayment of
\$4,000,000 LOC plus accrued interest through August 23, 2001

Dear Elaine:

Attached is stock certificate **HC153831** in the amount of **26,017** shares of
Enron Corp. dated 3/09/98. The remaining **82,237** shares of Enron Corp.
(**71,456** shares from First Union Securities and **10,781** shares from Chase
Securities) will be delivered to the Enron Omnibus account at Paine Webber.
Please refer to the attached letters addressed to Rocky Emery and Mary Arnold.

Please call Sherrie Gibson at 713/630-0103 should you have any
questions.

Sincerely,

CC: Pam Butler
Joanne Cortez
Sherrie Gibson

Endless possibilities.™

EC38648B0050167

GOVERNMENT
EXHIBIT
2462
Crim. No. H-04-25 (S-2)